

**IN THE UNITED STATES DISTRICT COURT
DISTRICT OF OREGON
EUGENE DIVISION**

DAVID NORMAN, et al.,)	
)	
Plaintiff,)	
)	
vs.)	Case No. 07-6028-TC
)	
DELL INC., et al.,)	
)	
Defendants.)	

AFFIDAVIT

Thomas H. Welch, Jr., being duly sworn deposes and says:

1. My name is Thomas H. Welch, Jr. I am over the age of 18, have never been convicted of a felony, and am otherwise competent to make this Affidavit. The statements contained in this Affidavit are within my personal knowledge as a result of my job duties and responsibilities, and they are all true and correct.

2. I am the Vice President and Assistant Secretary for Dell Inc.

3. I am personally familiar with the corporate history, structure, and relevant facts concerning Dell Inc., one of the named defendants in the above captioned-case.

4. I have read the First Amended Complaint ("Complaint") filed by plaintiffs in this matter and am giving this affidavit in support of Dell Inc.'s Motion to Dismiss.

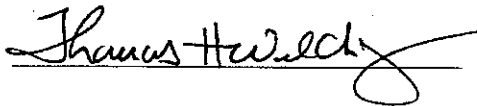
5. Dell Inc. is incorporated in Delaware and its headquarters and principal place of business is in Round Rock, Texas.

6. Dell Inc. has never been a corporate citizen of the State of Oregon, nor has it been chartered, licensed, or otherwise authorized to do business in Oregon.

7. Dell Inc. is a holding company for various other domestic and foreign corporations.

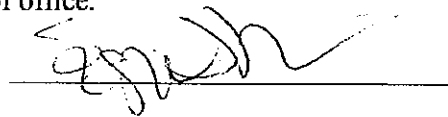
8. Dell Inc. has not had employees, operations, facilities, real property, or personal property in Oregon. Accordingly, Dell Inc.

- a. does not maintain a representative and/or agent for service of process in Oregon;
- b. has not transacted any business in Oregon. It has not processed, serviced, or manufactured products or things in the ordinary course of trade in Oregon; has not sold goods or products that were distributed, used or consumed in Oregon; and has not negotiated or entered into any contracts in Oregon or that called for performance in Oregon; and
- c. is a functionally independent, separate and distinct corporate entity from defendant Dell Marketing USA L.P. f/k/a Dell Catalog Sales USA L.P.



Dell Inc.

SUBSCRIBED AND SWORN TO BEFORE ME, on this 26th day of October 2007,
to certify which witness my hand and official seal of office.



5273534.1 (OGLETREE)

CERTIFICATE OF SERVICE

I hereby certify that on the 29th day of February, 2008, I served the foregoing
**AFFIDAVIT OF THOMAS H. WELCH, JR. IN SUPPORT OF DELL INC.'S MOTION
TO DISMISS** on the following parties at the following addresses:

Derek C. Johnson
Douglas G. Schaller
Johnson, Clifton, Larson & Schaller, P.C.
975 Oak Street
Citizen's Building, Suite 1050
Eugene, Oregon 97401

George A. Hanson
Matthew L. Dameron
Stueve Siegel Hanson Woody LLP
330 West 47th Street, Suite 250
Kansas City, MO 64112

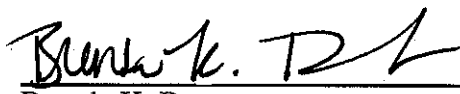
ATTORNEYS FOR PLAINTIFFS

Craig J. Capon
Christine Nesbit
Harrang Long Gary Rudnick P.C.
360 East 10th Ave., Suite 300
Eugene, OR 97401-3248

Samuel T. McAdam
Alfred L. Sanderson, Jr.
Joel Van Parys
Seyfarth Shaw LLP
400 Capitol Mall, Suite 2350
Sacramento, CA 95814-4428

**ATTORNEYS FOR DEFENDANT
SPHERION CORPORATION**

By causing the same to be: ☒ e-mailed ☐ mailed ☐ hand delivered ☐ faxed to them a
true and correct copy thereof.


Brenda K. Baumgart